

01-02-2003

Form PTO-1594
(Rev. 10/02)
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ET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-30-02
Calvin Ross, James L. Robinson,
Bob Solomon
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Hip Hop Beverage Corporation
Internal Address: _____
Address: _____
Street Address: 10316 Norris Avenue, Unit A
City: Pacoima State: CA Zip: 91331
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Nevada
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: August 12, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SN 76143000
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Nancy B. Lamell, Esq.
Internal Address: Finestone, Richter & Vittal

Street Address: 11601 Wilshire Boulevard
Suite 1900
City: Los Angeles State: CA Zip: 90025

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Nancy B. Lamell Nancy B. Lamell December 23, 2002
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 5

OFFICE OF PUBLIC RECORDS
2002 DEC 30 PM 2:49
FINANCE SECTION

12/31/2002 LABELLER 00000235 76143000

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40.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002641 FRAME: 0516

ASSIGNMENT OF ASSETS, GOODWILL AND TRADEMARKS

This Assignment of Assets, Goodwill and Trademarks, dated August 12, 2002, is made and entered into between and among Calvin Ross, James Robinson, and Bob Solomon ("Assignors") and Hip Hop Beverage Corporation, a Nevada corporation ("Assignee"), with reference to the following facts and objectives:

(i) Certain of the Assignors have developed various non-alcoholic beverages known as "Pitbull Energy Drink" (the "Products") and certain of the Assignors have developed some or all of the trademarks, trade names, logos, and slogans associated with the Products, including, but not limited to, those identified on Schedule 1 attached hereto (the "Trademarks"), and have marketed the Products in connection with some or all of the Trademarks in various states of the United States of America since at least as early as September 1995;

(ii) On or about October 17, 2000, Assignors filed an Application to Register the Trademark "Pit Bull Energy Drink" with the United States Patent and Trademark Office (the "Application"), which Application has been designated Serial No. 76148009;

(iii) On January 10, 2001, some but not all of the Assignors and others caused Assignee to be incorporated, and in or about February 2001 Assignors transferred to Assignee all of the operating assets and goodwill of the business relating to the development, manufacture and distribution of the Products, to the extent of their respective interests therein; and

(iv) The parties hereto desire to memorialize the previous assignment by Assignors to Assignee of all of the assets and goodwill of the business relating to the Products, including the Trademarks, for general business record keeping purposes, and to enable Assignee to prosecute the Application and to have any Registration thereunder issued in the name of Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Trademarks. For purposes hereof, the "Trademarks" shall include all trademarks, trade names, logos, slogans, and other indicia of source or ownership relating to the Products that existed as of January 10, 2001 and any that have been developed and used by any of the parties in connection with the Products between that date and the date hereof, including, but not limited to, those identified on Schedule 1 attached hereto.

2. Assignment. Assignors hereby acknowledge and confirm their assignment, transfer and delivery to Assignee, in or about February 2001, of all of Assignors' respective right, title and interest in and to the assets and goodwill of the business relating to the development, manufacture and distribution of the Products, including, but not limited to, all inventory and stock in trade; all outstanding purchase orders; all formulas, ideas, and trade secrets relating to the Products; all contacts and relationships relating to the manufacture and

distribution of the Products; the Trademarks; and the Application, and Assignee hereby accepts and acknowledges receipt thereof.

IN WITNESS WHEREOF, the parties have caused this Assignment of Assets, Goodwill and Trademarks to be executed by their duly authorized representatives on the day and year first set forth above.

Assignors

Assignee

Calvin Ross

Calvin Ross

HIP HOP BEVERAGE CORPORATION, a California corporation

By: Calvin Ross

Calvin Ross, President

James Robinson

James Robinson

By: James Robinson

James Robinson, Secretary

Bob Solomon

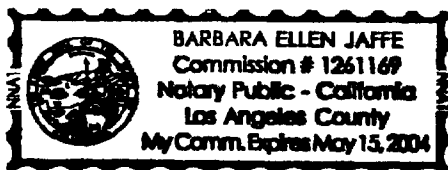
STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On 11/1/02, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Calvin Ross, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Barbara Ellen Jaffe

Notary Public

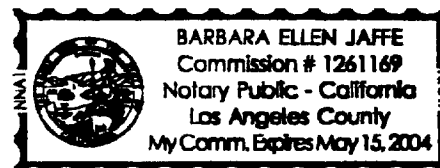


STATE OF CALIFORNIA)
)ss.
 COUNTY OF LOS ANGELES)

On 11/1/02, before me, the undersigned, a Notary Public in and for said County and State, personally appeared James Robinson, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Barbara Ellen Jaffe
 Notary Public

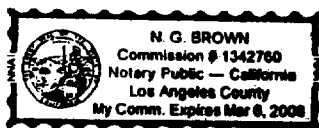


STATE OF CALIFORNIA)
)ss.
 COUNTY OF LOS ANGELES)

On September 13, 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Bob Solomon, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
 Notary Public



Schedule 1

Trademarks

Pit Bull Energy Drink

Pit Bull

Attitude in a can

Energy with attitude

A bite in every swallow

Logo picture of full body 3/4 view of pit bull dog

Logo picture of stylized drawing of snarling face of pit bull dog